

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
	)	
W. R. GRACE & CO., et al.,	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
	)	
Debtors.	)	
	)	

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**STIPULATION AND AGREED ORDER WITHDRAWING AND EXPUNGING  
PROPERTY DAMAGE CLAIMS**

The Debtors and Dies & Hile hereby stipulate and agree as follows:

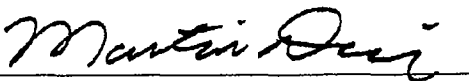
1. Dies & Hile agree to withdraw the Asbestos Property Damage (“PD”) claims of the City of Houston, Police Department Building (Claim No. 6968); the County of Orange (Claim No. 12700); the State of Arkansas, School for the Deaf – Wilbur Mills Library (Claim No. 12690); the State of Connecticut, Veteran’s Commissary (Claim No. 12683); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 1 (Claim No. 6957); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 2 (Claim No. 6958); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 3 (Claim No. 6959); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 4 (Claim No. 6960); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 5 (Claim No. 6961); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 6 (Claim No. 6962); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 7 (Claim No. 6963); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 8 (Claim No. 6964); the State of Oklahoma, Department of Corrections – Eddie Warrior Building 8 (Claim No. 6965); the State of Oklahoma, Department of Corrections – Jess Dunn Correctional Unit – Building 400 (Claim No. 6966); and the State of Oregon, University of Oregon – Riley Hall (Claim No. 5662).

2. The Debtors and Dies & Hile hereby submit to the Court the agreed Order attached hereto as Exhibit A, withdrawing and expunging the following PD claims: the City of Houston, Police Department Building (Claim No. 6968); the County of Orange (Claim No. 12700); the State of Arkansas, School for the Deaf – Wilbur Mills Library (Claim No. 12690); the State of Connecticut, Veteran’s Commissary (Claim No. 12683); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 1 (Claim No. 6957); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 2 (Claim No. 6958); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 3 (Claim No. 6959); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 4 (Claim No. 6960); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 5 (Claim No. 6961); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 6 (Claim No. 6962); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 7 (Claim No. 6963); the State of Oklahoma, Department of Corrections – Eddie Warrior Dorm 8 (Claim No. 6964); the State of Oklahoma, Department of Corrections – Eddie Warrior Building 8 (Claim No. 6965); the State of Oklahoma, Department of Corrections – Jess Dunn Correctional Unit – Building 400 (Claim No. 6966); and the State of Oregon, University of Oregon – Riley Hall (Claim No. 5662).

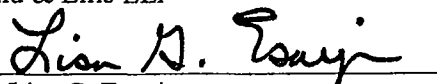
3. Each party executing this Stipulation represents that such party has the full authority and legal power to do so. The parties further agree that facsimile signature hereon shall be deemed to be original signatures.

Dated: July 2, 2009

Dies & Hile

By:   
Martin P. Dies

Kirkland & Ellis LLP

By:   
Lisa G. Esayian